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SUPPLEMENTAL PURCHASE MONEY SECURITY AGREEMENT INTERSTATE COMMERCE COMMISSION

IT HEREBY IS AGREED on this 14th day of April, 1976, between AUTO TRAIN CORPORATION, a Florida Corporation, with its principal place of business at 1801 K Street N.W., Washington, D. C., hereinafter referred to as "Customer", and COMMERCIAL CREDIT INDUSTRIAL CORP., a Delaware Corporation, of Baltimore, Maryland, hereinafter called "Commercial Credit", as follows:

1. Customer, having received possession on MARCH, 1976, from the Southern Iron and Equipment Company, division of U. S. Railway Mfg. Co., the vendor thereof, of nine (9) tri-level auto carriers, herein called "Property" described on Schedule A attached hereto, hereby confirms to Commercial Credit and gives and agrees that Commercial Credit shall have a purchase money security interest in said Property, together with all accessories, attachments, additions, substitutions and replacements, and agrees that Commercial Credit shall have all of the rights and remedies of a secured party under the Uniform Commercial Code, as security for (i) the performance by Customer of all of the terms hereof; (ii) the payment by Customer to Commercial Credit of the unpaid purchase price advanced by Commercial Credit for the account of Customer to enable Customer to acquire ownership of said Property in the amount of Seven Hundred and Seventy-four Thousand Dollars (\$774,000) evidenced by an installment promissory note (Equipment Loan Note) of even date herewith for said amount, and (iii) the repayment of any and all other indebtedness now or hereafter due and owing from Customer to Commercial Credit.

2. This Supplemental Purchase Money Security Agreement is executed by Customer in confirmation of and in accordance with a Loan and Security Agreement dated December 23, 1975, by and between Customer and Commercial Credit and is subject to and governed by all of the covenants, warranties, and undertakings of Customer and Commercial Credit as set forth therein. Commercial Credit shall have all of the rights, remedies, powers, and security contained in said Loan and Security Agreement with regard to the Property herein described, and the indebtedness herein referred to and evidenced by the said Equipment Loan Note and any default hereunder shall be a default under said Loan and Security Agreement.

3. Said Loan and Security Agreement has heretofore been filed and recorded with the I.C.C. on December 23, 1975, with Recordation No. 8154.

IN WITNESS WHEREOF, Customer has caused this Agreement to be executed on the day and year first above written.

ATTEST:

AUTO TRAIN CORPORATION

Philip C. Cawen
Asst. Secretary

By Eugene Louis Englund
PRESIDENT Title

Accepted at Baltimore, Maryland, as of the date thereof.

COMMERCIAL CREDIT INDUSTRIAL CORP.

By W E Becker, V.P.
Title

ACKNOWLEDGMENT

CITY OF WASHINGTON)
) ss:
DISTRICT OF COLUMBIA)

On this 14th day of April, 1976, before me personally appeared Eugene Kerik Garfield, to me personally known, who being by me duly sworn, says that he is the President of Auto-Train Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act of said corporation.

Elizabeth H. Sautter
Notary

My commission expires 2/14/77

ACKNOWLEDGMENT

CITY OF WASHINGTON)
) ss:
DISTRICT OF COLUMBIA)

On this 14th day of April, 1976, before me personally appeared W. E. Becker, to me personally known, who being by me duly sworn, says that he is the Vice President of Commercial Credit Industrial Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act of said corporation.

Elizabeth H. Sautter
Notary

My commission expires 2/14/77

SCHEDULE A

9 Tri-level auto carriers, manufactured by Southern Iron
& Equipment Co. and bearing Auto-Train road numbers AT
101 - 109 inclusive.